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FILED
2009 JAN 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC/Amend
[Signature]

MIAMI SPRINGS WOMAN'S CLUB, INC.
200 Westward Drive
Miami Springs, Florida 33166

January 21, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

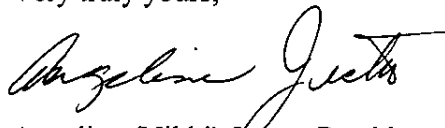
Re: MIAMI SPRINGS WOMAN'S CLUB, INC.

Dear Sir:

Enclosed please find Articles of Amendment to Articles of Incorporation, change of Registered Agent and my check in the amount of \$43.75 (\$35.00 filing fee and one (1) certified copies at \$8.75).

Thank you and if you have any questions, please advise.

Very truly yours,



Angeline (Nikki) Jester, President
Telephone: (305) 888-8133

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MIAMI SPRINGS WOMAN'S CLUB, INC.

DOCUMENT NUMBER: N93000000102

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Angeline (Nikki) Jester
(Name of Contact Person)

Miami Springs Woman's Club, Inc.
(Firm/ Company)

200 Westward Drive
(Address)

Miami Springs, FL 33166
(City/ State and Zip Code)

For further information concerning this matter, please call:

Angeline (Nikki) Jester at (305) 888-8133
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy
(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy
(Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
2009 JAN 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami Springs Woman's Club, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N93000000102

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

GFWC Miami Springs Woman's Club, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Angeline (Nikki) Jester

New Registered Office Address:

829 Lake Drive

(Florida street address)

Miami Springs

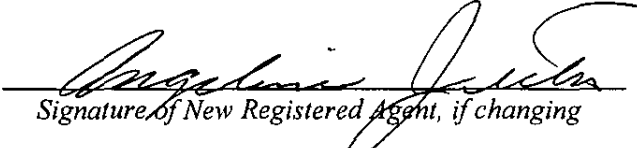
(City)

Florida 33166

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing


The date of each amendment(s) adoption: January 12, 2009

Effective date if applicable: January 12, 2009
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 20, 2009

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Angeline (Nikki) Jester
(Typed or printed name of person signing)

President
(Title of person signing)

DELETE: CHARTER
OF THE MIAMI SPRINGS WOMAN'S CLUB
MIAMI SPRINGS, FLORIDA

ADD: ARTICLES OF INCORPORATION
OF
GFWC MIAMI SPRINGS WOMAN'S CLUB, INC.

PASSED and ADOPTED this 12th day of January, 2009

I.

The undersigned subscribers hereto associate themselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

II.

The name of the corporation shall be GFWC MIAMI SPRINGS WOMAN'S CLUB, INC. and the said corporation shall be located at Miami Springs, Dade County, Florida.

DELETE: III.

The general nature of the object of the corporation shall be development of its members in arts and sciences, civic welfare, the promotion of civic and municipal improvements and the maintenance of a library.

INSERT: III.

The address of the principal office and the mailing address of not-for-profit corporation is: 200 Westward Drive, Miami Springs, Florida 33166 (principal address), P.O. Box 660396, Miami Springs, Florida, 33266 (mailing address).

DELETE: IV.

The qualifications of the members shall be: Any woman of good character and standing, interested in the purposes of the club, shall be eligible to membership in this club, providing she is a resident of Hialeah or Miami Springs and Dade

County, Florida, and all such members shall be admitted by and through the Board of Directors. The Board of Directors may promulgate rules or classes of membership, as well as all conditions for the admission of such members.

PASSED and ADOPTED this 25th day of March, 1974.

INSERT IV.

a. The purpose and mission of the corporation shall be exclusively educational and charitable, including the development of its members in arts, conservation, education, home life, international affairs, public affairs, and the maintenance of

a library, under section 501 (c) (3) of the Internal Revenue Code.

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

DELETE: V.
The corporation shall have perpetual existence.

INSERT: V.
The qualifications of the members shall be: Any person of good character and standing, interested in the purposes of the club, shall be eligible for membership. The Board of Directors may promulgate rules of classes of membership, as well as all conditions for the admission of members.

DELETE: VI.
The names of the respective subscribers hereto are as follows:

Imogene A. Post	Charlotte S. Murphy
Elizabeth F. Kavanaugh	Gladys W. Bunnell
Clara P. Lewis	Mildred H. Arnold
Irene M. Galloway	Mable G. Martin
Eileen C. Galloway	Dorothea M. Gustus
Helen F. Nelson	Alma M. Peavy
Katherine Torrence	Mary Hamilton Kniffin
Catherine W. Mobley	Vina M. Betterly

Mrs. Ross K. Morehouse	Bernice H. Mead
Mrs. H. Nichols	Helen Huffstutler
Belle Harrell	Mrs. A.H. Brannon
Helen E. Jeffrey	Mrs. Roy Angell
Mary Elizabeth Peacock	Geneva S. Beavers
Mary Chapel McGoon	

INSERT: VI.
The corporation shall have perpetual existence.

DELETE: VII.
The affairs of the corporation shall be managed by the Board of Directors consisting of President, First and Second Vice Presidents, Recording Secretary, Treasurer, Corresponding Secretary, three Directors and the Chairman of each department and standing committee, and such officers shall be elected at the second meeting in March of each year.

PASSED and ADOPTED this 11th day of September 1953.

INSERT: VII.
The affairs of the corporation shall be managed by the Board of Directors, consisting of President, First and Second Vice Presidents, Recording Secretary, Treasurer, Corresponding Secretary and Immediate Past President, six appointed Department Chairmen and appointed Chairmen of standing and any special committees. The officers shall be elected at the second meeting in March of each year.

DELETE: VIII.
The names of the officers who are to manage the affairs until the first election are as follows:

Imogene A. Post, President
Clara P. Lewis, First Vice President
Elizabeth F. Kavanaugh, Second Vice President
Irene M. Galloway, Recording Secretary
Helen F. Nelson, Corresponding Secretary
Mary C. McGoon, Treasurer
Mary Elizabeth Peacock, Auditor
Alma M. Peavy, Director
Mable G. Martin, Director
Katherine Torrence, Director

The above officers shall hold office and manage the affairs of the corporation until the first election under this charter.

DELETE: IX.
The Bylaws of the corporation shall be made, altered, or rescinded by the members of the corporation.

INSERT: VIII.
This not-for-profit corporation reserves the right to amend, alter, change or repeal any and all of the provisions contained in these not-for-profit Articles of Incorporation or the Bylaws of the corporation in any manner, now or hereafter provided by statutes.

DELETE: X.
The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be twenty-five thousand dollars (\$25,000).

INSERT: IX.
The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be one hundred thousand dollars (\$100,000.00)

DELETE: XI.
The amount and value of the real estate which the corporation may hold shall be fifty thousand dollars (\$50,000).

INSERT: X.
The amount and value of the real estate which the corporation may hold shall be six hundred twenty-five thousand dollars (\$625,000.00).

DELETE: XII.
DISSOLUTION
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the charitable, educational or scientific purposes as shall at the time qualify for exemption as an exempt organization or organizations under Section 501 (c) (3) of the International Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) and the Board of Directors shall determine.

PASSED and ADOPTED this 25th day of March, 1974.

INSERT:

DISSOLUTION

XI.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, make determination and dispose of all assets of the corporation exclusively for the charitable or educational purposes as shall at the time qualify for exemption as an exempt organization under section 501 (c) (3) of the International Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Code).

PASSED and ADOPTED this 12th day of January, 2009

Angeline (Nikki) Jester, President
Suzanne Conlon Wolar, First Vice President
Lisa Dudley Rentz, Recording Secretary
Irene Priess, Immediate Past President
Marion Zamotin, Past President

ARTICLES OF INCORPORATION
OF
GFWC MIAMI SPRINGS WOMAN'S CLUB, INC.

PASSED and ADOPTED this 12th day of January, 2009

I.

The undersigned subscribers hereto associate themselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

II.

The name of the corporation shall be GFWC MIAMI SPRINGS WOMAN'S CLUB, INC. and the said corporation shall be located at Miami Springs, Dade County, Florida.

III.

The address of the principal office and the mailing address of not-for-profit corporation is: 200 Westward Drive, Miami Springs, Florida 33166 (principal address), P.O. Box 660396, Miami Springs, Florida, 33266 (mailing address).

IV.

a. The purpose and mission of the corporation shall be exclusively educational and charitable, including the development of its members in arts, conservation, education, home life, international affairs, public affairs, and the maintenance of a library, under section 501 (c) (3) of the Internal Revenue Code.

b. No substantial part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

V.

The qualifications of the members shall be: Any person of good character and standing, interested in the purposes of the club, shall be eligible for membership. The Board of Directors may promulgate rules of classes of membership, as well as all conditions for the admission of members.

VI.

The corporation shall have perpetual existence.

VII.

The affairs of the corporation shall be managed by the Board of Directors, consisting of President, First and Second Vice Presidents, Recording Secretary, Treasurer, Corresponding Secretary and Immediate Past President, six appointed Department Chairmen and appointed Chairmen of standing and any special committees. The officers shall be elected at the second meeting in March of each year.

VIII.

This not-for-profit corporation reserves the right to amend, alter, change or repeal any and all of the provisions contained in these not-for-profit Articles of Incorporation or the Bylaws of the corporation in any manner, now or hereafter provided by statutes.

IX.

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be one hundred thousand dollars (\$100,000.00)

X.

The amount and value of the real estate which the corporation may hold shall be six hundred twenty-five thousand dollars (\$625,000.00).

XI.

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, make determination and dispose of all assets of the corporation exclusively for the charitable or educational purposes as shall at the time qualify for exemption as an exempt organization under section 501 (c) (3) of the International Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Code).

PASSED and ADOPTED this 12th day of January, 2009

Angeline (Nikki) Jester, President
Suzanne Conlon Wolar, First Vice President
Lisa Dudley Rentz, Recording Secretary
Irene Priess, Immediate Past President
Marion Zamotin, Past President